

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
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**AFFIDAVIT AND DISCLOSURE STATEMENT OF JANET BARBIERE,
ON BEHALF OF KAYE SCHOLER LLP**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Janet Barbieri, being duly sworn, upon his oath, deposes and says:

1. I am a Partner of Kaye Scholer LLP, located at 425 Park Avenue South, New York, New York 10022 (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors") and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide legal representation of LBHI and various affiliates of LBHI in connection with the purchase, sale, securitization, financing, workout and/or restructuring of commercial real estate mortgage loans, commercial real estate mezzanine loans, commercial mortgage-backed securities and/or interests therein, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is

retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. Other than the parties set forth on Schedule A with respect to matters in the chapter 11 cases which are unrelated to the services to be performed for the Debtors, the Firm does not perform services for any such person in connection with these chapter 11 cases. Such representations are unrelated to the services to be performed for the Debtors, and therefore the Firm is not adverse to the Debtors or their estates with respect to the matters for which the Firm is so engaged by the Debtors. The parties listed on Schedule A have waived any conflict of interest in connection with the retention of the Firm by the Debtors.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Other than with respect to the matters listed on Schedule A, neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the services to be provided to the Debtors by the Firm.

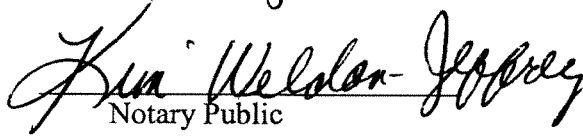
6. The Debtors owe the Firm \$86,180.33 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.¹

By: Janet Bankore

¹ If necessary.

Subscribed and sworn to before me
this 23 day of August, 2010


Notary Public

KIM WELDON-JEFFREY
Notary Public, State of New York
No. 01WE8183302
Qualified in Bronx County
Commission Expires October 2, 2010

Schedule A

1. CLIENT : Bank of America
MATTER: Lehman Brothers (Archstone)
 - Represent Bank of America in connection with debt and equity investments in Archstone.
2. CLIENT : Banco Popular, S.A.
MATTER: Lehman Brothers
 - Representation of Banco Popular, S.A. in respect of swap exposure to Lehman Brothers.
- CLIENT : Banco Pastor, S.A.
MATTER: Lehman Brothers
 - Representation of Banco Pastor, S.A. in respect of swap exposure to Lehman Brothers.
3. CLIENT : Caisse de dépôt et placement du Québec
MATTER: Lehman Brothers
 - Represent Caisse de dépôt et placement du Québec in connection with claims against Lehman with respect to various securities swaps and lending transactions.
4. CLIENT : Heritage Fields LLC (an LLC comprised of affiliates of Cerebrus U.S.
Institutional Real Estate, Rockpoint Capital, MSD Capital, LNR and Lennar)
MATTER: El Toro/Heritage Fields Development
 - Represent borrower and guarantors in restructuring of mortgage debt.
5. CLIENT : Gailliard Capital Management
MATTER: Lehman
 - Advise Gailliard Capital Management with regard to pursuit of claims against Lehman under terminated swap agreements.
6. CLIENT : Spanish Broadcasting, Inc.
MATTER: Lehman Brothers Matters
 - Representing Spanish Broadcasting, Inc. ("SBS") with respect to claims SBS may assert against Lehman entities relating to Lehman's failure to meet its funding obligations under SBS's First Lien Credit Agreement dated as of June 10, 2005 and damages arising in connection therewith, including damages arising under a swap agreement with Lehman.

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In re	:
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LEHMAN BROTHERS HOLDINGS INC., et al.,	:
	:
Debtors.	:
	:
	:
-----X	

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Kaye Scholer LLP
425 Park Avenue
New York, New York 10022
2. Date of retention: August 17, 2010
3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

Legal representation of Lehman Brothers Holdings Inc. ("LBHI") and various affiliates of LBHI in connection with the purchase, sale, securitization, financing, workout and/or restructuring of commercial real estate mortgage loans, commercial real estate mezzanine loans, commercial mortgage-backed securities and/or interests therein.
5. Arrangements for compensation (hourly, contingent, etc.)

hourly
 - (a) Average hourly rate (if applicable):

\$280-\$1050
 - (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

\$100,000.00
6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$86,180.33

Date claim arose: 10/16/2007 - 2/29/2008

Source of Claim: Legal representation of Lehman Brothers in connection with Harrier Finance Limited.
7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Amount of Claim: \$N/A

Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A

No. of shares: N/A

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Kind of shares: N/A

No. of shares: N/A

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

Set forth on Schedule A is a list of clients of the firm that are adverse to the Debtors or to their estates in matters unrelated to the matters on which our firm is to be employed.

11. Name of individual completing this form:

Janet Barbieri